

EXHIBIT A

PROPOSED ORDER

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
Delphi Corporation, <u>et al.</u> ,)	Case No. 05-44481 (RDD)
)	
Debtors.)	
)	Jointly Administered
)	

**ORDER AUTHORIZING THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS TO FILE UNDER SEAL EXHIBITS TO THE COMMITTEE'S
MOTION FOR AN ORDER AUTHORIZING IT TO PROSECUTE CLAIMS
AND DEFENSES AGAINST GENERAL MOTORS CORPORATION AND
CERTAIN FORMER OFFICERS OF THE DEBTORS**

Upon the Ex Parte Motion for an Order Authorizing the Official Committee of Unsecured Creditors to File Under Seal Exhibits to the Committee's Motion for an Order Authorizing it to Prosecute the Debtors' Claims and Defenses Against General Motors Corporation and Certain Former Officers of the Debtors (the "Motion")³ and upon consideration of the supporting papers and the files and records in these cases, this Court finds and concludes that: (a) this Court has jurisdiction over the subject matter of the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b); (c) the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; (d) the relief requested in the Motion is in the best interests of the Debtors, their estates and their creditors; (e) the Demand Letter and the Complaint contain sensitive and confidential information of the type that is protected by section 107 of the Bankruptcy Code and Rule 9018 of the Bankruptcy Rules, and disclosure of this information could result in harm to the Debtors,

³ All capitalized terms not otherwise defined herein shall have the meanings ascribed in the Motion.

their estates and their creditors; and (f) proper and adequate notice of the Motion has been provided and no other or further notice is necessary.

Based on the above findings and conclusions, and after due deliberation and good and sufficient cause appearing therefor, it is hereby:

ORDERED that the Motion is granted; and it is further

ORDERED that, pursuant to section 107(b)(1) of the Bankruptcy Code, Rule 9018 of the Bankruptcy Rules and General Order M-242, the Committee is authorized to file under seal and the United States Bankruptcy Clerk for the Southern District of New York is directed to accept for filing under seal the Demand Letter and the Complaint; and it is further

ORDERED that the Demand Letter and the Complaint (and any information derived from the Confidential Information set forth in any of these documents) shall remain confidential, be filed under seal, and be served on and made available only to the following “Authorized Parties” (a) this Court, (b) the U.S. Trustee, (c) counsel to the Debtors and (d) such other parties as ordered by this Court; and it is further

ORDERED that the Committee shall file and serve the Motion for Authority without the Demand Letter and the Complaint attached as exhibits thereto in accordance with this Court’s Case Management Order, as amended or supplemented; and it is further

ORDERED that any pleadings filed in these chapter 11 cases that reference or disclose any of the Confidential Information in the Demand Letter or the Complaint shall be filed under seal in respect of such information and served only on the Committee and the Authorized Parties; and it is further

ORDERED that this Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the implementation of this Order.

Dated: New York, New York
July __, 2006

UNITED STATES BANKRUPTCY JUDGE